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*Attorneys for Defendant
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MF GLOBAL HOLDINGS LTD., AS PLAN
ADMINISTRATOR,

Plaintiff,

-against-

PRICEWATERHOUSECOOPERS LLP,

Defendant.

Case No. 14-cv-2197 (VM)

**DECLARATION OF
DAVID M. FINE**

DAVID M. FINE, an attorney duly admitted to practice in the State of New York, hereby declares under penalty of perjury:

1. I am a member of the law firm King & Spalding LLP, attorneys for Defendant PricewaterhouseCoopers LLP (“PwC”). I submit this declaration in support of PwC’s Motion to Dismiss the Complaint filed by MF Global Holdings Ltd. (“MF Global”) on March 28, 2014 [ECF No. 2] (the “Complaint”).

2. Attached hereto as Exhibit A is a true and correct copy of an August 3, 2010 engagement contract, containing certain redactions not relevant to PwC’s Motion to Dismiss, covering PwC’s audit of the consolidated financial statements of MF Global at March 31, 2011 and for the year then ending, as well as reviews of MF Global’s unaudited consolidated quarterly

financial information for the first three quarters of its fiscal year. Exhibit A is cited in paragraphs 17-19, 71, 131 and 152 of the Complaint.

3. Attached hereto as Exhibit B is a true and correct copy of an August 2, 2011 engagement contract, containing certain redactions not relevant to PwC's Motion to Dismiss, covering PwC's audit of the consolidated financial statements of MF Global at March 31, 2012 and for the year then ending, as well as reviews of MF Global's unaudited consolidated quarterly financial information for the first three quarters of its fiscal year. Exhibit B is cited in paragraphs 17-19, 131 and 152 of the Complaint.

4. Attached hereto as Exhibit C is a true and correct copy of excerpts of the Amended and Restated Joint Plan of Liquidation filed in *In re MF Global Holdings Ltd., et al.*, No. 11-15059 (MG) (S.D.N.Y. Bankr.) [ECF No. 1267], on April 1, 2013. The *In re MF Global Holdings Ltd.* bankruptcy proceeding is referred to in paragraphs 8 and 11 of the Complaint. The Amended and Restated Joint Plan of Liquidation was confirmed on April 5, 2013, and subsequently amended by Exhibit D below.

5. Attached hereto as Exhibit D is a true and correct copy of excerpts of the Second Amended and Restated Joint Plan of Liquidation filed in *In re MF Global Holdings Ltd., et al.*, No. 11-15059 (MG) (S.D.N.Y. Bankr.) [ECF No. 1382], on May 3, 2013. The Second Amended and Restated Joint Plan of Liquidation was filed pursuant to the Bankruptcy Court's May 2, 2013 Order approving "nonmaterial" modifications to the Amended and Restated Joint Plan of Liquidation. Exhibit D is cited in paragraph 11 of the Complaint.

6. Attached hereto as Exhibit E is a true and correct copy of the Report of the Chapter 11 Trustee Louis Freeh filed in *In re MF Global Holdings Ltd., et al.*, No. 11-15059

(MG) (S.D.N.Y. Bankr.) [ECF No. 1279], on April 4, 2013. As set forth in the Request for Judicial Notice submitted herewith, PwC requests that the Court take judicial notice of Exhibit E.

7. Attached hereto as Exhibit F is a true and correct copy of the First Amended Complaint filed on September 16, 2013, in *Tavakoli v. Corzine, et al.*, No. 14-cv-0566 (VM) (S.D.N.Y.) (formerly *Freeh v. Corzine, et al.*, No. 13-01333 (MG) (S.D.N.Y. Bankr.) [ECF No. 22]), consolidated with *Deangelis, et al. v. Corzine, et al.*, No. 11-cv-7866 (S.D.N.Y.) (VM). As set forth in the Request for Judicial Notice submitted herewith, PwC requests that the Court take judicial notice of Exhibit F.

8. Attached hereto as Exhibit G is a true and correct copy the Litigation Trustee Opposition to Defendants' Joint Motion to Dismiss the First Amended Complaint filed on December 12, 2013, in *Tavakoli v. Corzine, et al.*, No. 14-cv-0566 (VM) (S.D.N.Y.) (formerly *Freeh v. Corzine, et al.*, No. 13-01333 (S.D.N.Y. Bankr.) (MG) [ECF No. 29]), consolidated with *Deangelis, et al. v. Corzine, et al.*, No. 11-cv-7866 (VM) (S.D.N.Y.). As set forth in the Request for Judicial Notice submitted herewith, PwC requests that the Court take judicial notice of Exhibit G.

Dated: New York, New York
May 23, 2014

/s/ David M. Fine
David M. Fine